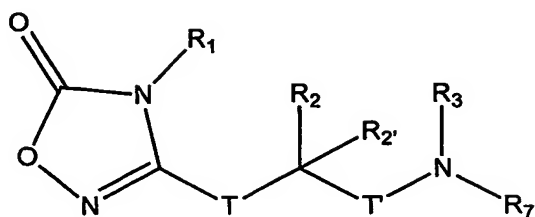


*What is claimed is:*

1. A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are independently a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-;

R<sub>2</sub> and R<sub>2'</sub> are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl; or R<sub>2</sub> and R<sub>2'</sub> taken together form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring;

R<sub>3</sub> is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, -C(O)-R<sub>6</sub>, or -S(O)<sub>2</sub>-R<sub>6a</sub>;

R<sub>6</sub> is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R<sub>4</sub>O- or R<sub>5</sub>-NH-;

R<sub>6a</sub> is optionally substituted alkyl, optionally substituted aryl, optionally substituted alkylaryl, optionally substituted heteroaryl, optionally substituted

alkylheteroaryl, or R<sub>5</sub>-NH-;

R<sub>7</sub> is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

or R<sub>7</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

or R<sub>7</sub> taken together with R<sub>2</sub> form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

R<sub>4</sub> is optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl; and

R<sub>5</sub> is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

(Formula I including single stereoisomers and mixtures of stereoisomers);

a pharmaceutically acceptable salt of a compound of Formula I;

a pharmaceutically acceptable solvate of a compound of Formula I; or

a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.

2. A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>6</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-

alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R<sub>11</sub>O- or R<sub>12</sub>-NH-;

R<sub>11</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl;

R<sub>12</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl; and

R<sub>7</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>13</sub> alkyl, optionally substituted aryl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heterocyclyl, or optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-.

3. A compound of claim 2 comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub>' is hydrogen;

R<sub>6</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, or optionally substituted aryl; and

R<sub>7</sub> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl; cyclohexyl; phenyl substituted with hydroxyl, C<sub>1</sub>-C<sub>4</sub> alkoxy or C<sub>1</sub>-C<sub>4</sub> alkyl; benzyl; or R<sub>16</sub>-alkylene-, wherein R<sub>16</sub> is hydroxyl, carboxy, (C<sub>1</sub>-C<sub>4</sub> alkoxy)carbonyl-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, (C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, amino, (C<sub>1</sub>-C<sub>4</sub> alkoxy)carbonylamino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, or optionally substituted N-heterocyclyl-.

4. A compound of claim 3 comprising one or more of the following:

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is ethyl or propyl;

R<sub>6</sub> is optionally substituted phenyl; and

R<sub>7</sub> is R<sub>16</sub>-alkylene-, wherein R<sub>16</sub> is amino, C<sub>1</sub>-C<sub>4</sub> alkylamino-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, hydroxyl, or N-heterocyclyl.

5. A compound of claim 4 comprising one or more of the following:

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is i-propyl; and

R<sub>6</sub> is tolyl, halophenyl, methylhalophenyl, hydroxymethyl-phenyl, halo(trifluoromethyl)phenyl-, methylenedioxyphenyl, formylphenyl or cyanophenyl;

R<sub>7</sub> is aminoethyl, aminopropyl, aminobutyl, aminopentyl, aminohexyl, methylaminoethyl, methylaminopropyl, methylaminobutyl, methylaminopentyl, methylaminohexyl, dimethylaminoethyl, dimethylaminopropyl, dimethylaminobutyl, dimethylaminopentyl, dimethylaminohexyl, ethylaminoethyl, ethylaminopropyl, ethylaminobutyl, ethylaminopentyl, ethylaminohexyl, diethylaminoethyl, diethylaminopropyl, diethylaminobutyl, diethylaminopentyl, or diethylaminohexyl.

6. A compound of claim 5 wherein R<sub>1</sub> is benzyl.

7. A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl; and

R<sub>7</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring.

8. A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub>' is hydrogen; and

R<sub>3</sub> taken together with R<sub>7</sub> and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring.

9. A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub>' is hydrogen; and

R<sub>3</sub> taken together with R<sub>7</sub>, and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring.

10. A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl,

dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub>' is hydrogen; and

R<sub>3</sub> taken together with R<sub>7</sub> forms an optionally substituted piperazine- or diazepam ring.

11. A compound of any of claim 7-10 comprising one or more of the following:

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl; and

R<sub>2</sub> is ethyl or propyl.

12. A compound of claim 11 comprising one or more of the following

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl; and

R<sub>2</sub> is i-propyl.

13. A compound of claim 12 wherein R<sub>1</sub> is benzyl.

14. A compound of claim 1 wherein

T and T' are each a covalent bond;

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub>' is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>6</sub> is optionally substituted phenyl;

R<sub>7</sub> is R<sub>16</sub>-alkylene-; and

R<sub>16</sub> is amino, C<sub>1</sub>-C<sub>4</sub> alkylamino-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, hydroxyl, or N-heterocyclyl.

15. A compound of claim 1 wherein  
T and T' are each a covalent bond;  
R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;  
R<sub>2</sub> is hydrogen;  
R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl; and  
R<sub>7</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring.
16. A compound of claim 1 that is N-(3-amino-propyl)-N-[1-(4-benzyl-5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-yl)-2-methyl-propyl]-4-methyl-benzamide, or a pharmaceutically acceptable salt, solvate of a compound of Formula I; or solvate of a salt thereof.
17. A compound of any of the above claims wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' is attached is of the R configuration.
18. A composition comprising a pharmaceutical excipient and a compound of any one of claims 1-16.
19. A composition according to claim 18, wherein said composition further comprises a chemotherapeutic agent other than a compound of Formula I.
20. A composition according to claim 19 wherein said chemotherapeutic agent is a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.
21. A method of modulating KSP kinesin activity which comprises contacting said kinesin with an effective amount of a compound according to any one of claims 1 to 16.

22. A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of a compound according to any one of claims 1 to 16.
23. A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a compound according to any one of claims 1-16.
24. A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a composition according to any one of claims 18-20.
25. A method according to claim 23 or claim 24 wherein said disease is selected from cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.
26. The use, in the manufacture of a medicament for treating cellular proliferative disease, of a compound according to any one of claims 1-16.
27. The use of a compound as defined in claim 26 for the manufacture of a medicament for treating a disorder associated with KSP kinesin activity.